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CABLE ADDRESSES
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CRAVATH, LONDON E.C. 2

RECORDATION NO. 9500-A Filed 1425

OCT 5 1978 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

October 4, 1978

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the Release and Assignment dated as of October 2, 1978, releasing and assigning certain rights under a Conditional Sale Agreement dated as of June 28, 1978, recorded on July 3, 1978, under recordation number 9500, between the parties set forth below. Four counterpart originals of the document are enclosed with this letter of transmittal, along with a check which includes the \$10 filing fee for this document.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

Section 1116.4(b). The names and addresses of the parties to the transaction:

Vendor - FMC Corporation
200 East Randolph Drive
Chicago, Illinois 60601

Purchaser - ITEL Corporation
Two Embarcadero Center,
San Francisco, California 94111

Section 1116.4(c). Description of the equipment:

| <u>Type</u> | <u>Quantity</u> | <u>Lessee's</u> <u>Car Nos.</u> | <u>Marked*</u> | <u>A.A.R.</u> <u>Mechanical</u> <u>Designation</u> |
|--|-----------------|------------------------------------|----------------|--|
| 50' 6" 70-Ton Capacity General Purpose Single Sheath Box Cars | 50 | 6350- 6399 | VSO | XM |

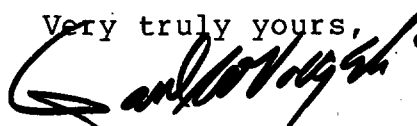
Section 1116.4(e). Conditional Sale Agreement dated as of June 28, 1978, was filed with the Interstate Commerce Commission at 12:05 P.M. on July 3, 1978, and assigned recordation number 9500.

Section 1116.4(f). Three counterpart originals of the document being recorded should be returned to the undersigned.

* Each unit will have stenciled on each side thereof the following legend:

"OWNED BY A BANK OR TRUST COMPANY UNDER A SECURITY AGREEMENT FILED UNDER THE INTERSTATE COMMERCE ACT SECTION 20c."

Very truly yours,



Paul W. Voegeli

The Acting Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

9500-A
REGISTRATION NO. Filed 1425

RELEASE AND ASSIGNMENT

OCT 5 1978 -2 15 PM

INTERSTATE COMMERCE COMMISSION

In consideration of \$1,770,570.50 and other valuable consideration, FMC Corporation, a Delaware corporation (the "Builder"), the Builder under a Conditional Sale Agreement dated as of 28 June 1978 (the "Conditional Sale Agreement") with Itel Corporation, Rail Division, a Delaware corporation ("Itel"), recorded on 3 July 1978 at 12:05 p.m. with the Interstate Commerce Commission as recordation #9500, hereby releases and discharges Itel from any and all liability or other obligation which Itel may have under the Conditional Sale Agreement. Further, the Builder hereby assigns to Itel all of the Builder's right, title, and interest in and to 50 general service boxcars, numbers VSO 6350 through VSO 6399, which cars are covered by the Conditional Sale Agreement.

October 2, 1978

FMC CORPORATION

By

Daniel C. Smith
Daniel C. Smith
Vice President

[Corporate Seal]

ATTEST:

Robert L. Day
Assistant Secretary

STATE OF ILLINOIS
COUNTY OF C O O K, SS:

On 2 October 1978, before me personally appeared Daniel C. Smith, to me personally known, who being by me duly sworn, says that he is the Vice President of FMC Corporation, that the seal affixed to the foregoing instrument is the corporate seal of that corporation, that said instrument was signed and sealed on behalf of that corporation by authority of its Board of Directors, and he acknowledged that the execution of that instrument was the free act and deed of that corporation.

Karen Nelson
Notary Public

My Commission Expires September 23, 1979